APR - 2 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Prefix 07049618

OMB APPROVAL

May 31, 2005

Estimated average burden

hours per response:

3235-0076

16.00

OMB Number:

Expires:

(7) 286578

GS Capital Partners VI Offshore, L.P.: Pr	ent and name has changed, and indicate change.)	•
Filing Under (Check box(es) that apply):		☐ Section 4(6) ☐ ULOE
Type of Filing: ☐ New Filing ☐ Amendmen	nt	·
To a second	A. BASIC IDENTIFICATION DATA	PROCESSED
1. Enter the information requested about the issu	uer	
Name of Issuer (□ check if this is an amendm	ent and name has changed, and indicate change.)	APR 1 1 2007 B
GS Capital Partners VI Offshore, L.P.		THOMASON
Address of Executive Offices (N 85 Broad Street, New York, New York 10	umber and Street, City, State, Zip Code)	Telephone Number including Area Code) (212) 902-1000 FINANUIA
Address of Principal Business Operations (if different from Executive Offices)	Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business To operate as a private equity fund in order and similar securities or instruments.	er to achieve long-term capital gains by direct o	r indirect investments in equity, equity-related
Type of Business Organization ☐ corporation ☐ business trust	☐ limited partnership, already formed☐ limited partnership, to be formed	☑ other (please specify) an exempted limited partnership.
Actual or Estimated Date of Incorporation or Organization:	ganization: Month Year 0 8 0 6 (Enter two-letter U.S. Postal Service abbreviat	☑ Actual ☐ Estimated
	State: CN for Canada; FN for other foreign jur	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

2. Enter the information req	uested for the fol	llowi	ng:							
* Each promoter of th	e issuer, if the iss	uer h	nas been organized w	/ithir	the past five years;				·	
* Each beneficial own of the issuer;	er having the pov	wer to	o vote or dispose, or	dire	ct the vote or disposi	tion (of, 10% or	more o	of a class of equity secu	ırities
Each executive office	er and director o	f con	porate issuers and of	cort	orate general and ma	anagi	ng partners	of pa	tnership issuers; and	
Each general and ma	anaging partner o	f par	tnership issuers.							
Check Box(es) that Apply:			Beneficial Owner		Executive Officer		Director		General and/or Managing Partner	
Full Name (Last name first, if	individual)								t	
Goldman, Sachs & Co.										
Business or Residence Address	s (Number and	l Stre	et, City, State, Zip C	Code)					
85 Broad Street, New York,	New York 1000	4	,							ų
Check Box(es) that Apply:	☐ Promoter	62 1	Beneficial Owner		Executive Officer		Director		General Partner and/o Managing Partner	or I
Full Name (Last name first, if	individual)									
The Goldman Sachs Group,			•			'. '	`			
Business or Residence Addres			et, City, State, Zip C	(ode) .		•			
85 Broad Street, New York,				_	·,	_				Çi Ti
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	U	Executive Officer	Ц	Director	Ø	General and/or Managing Partner	
Full Name (Last name first, if	individual)									0
GS Advisors VI, L.L.C.										•
Business or Residence Addres	s (Number and	l Stre	et, City, State, Zip C	ode))					
85 Broad Street, New York,	New York 1000	4								
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner		, Executive Officer* the Issuer's General		Director ner		General and/or Managing Partner	
Full Name (Last name first, if	individual) "					14	Resident Communication (Communication Communication Commun			
Friedman, Richard A.	. 1					: :				r i
Business or Residence Addres			et, City, State, Zip C	(ode) • · · · · · · · · · · · · · · · · · ·					5
Charle Day(as) that Apply			Beneficial Owner	_	F		D:4		Comment	Į.
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	2 7 *of	Executive Officer* 'the Issuer's General		Director ner		General and/or Managing Partner	
Full Name (Last name first, if	individual)								<u> </u>	
Adler, Ben I.										
Business or Residence Addres	s (Number and	Stre	et, City, State, Zip C	ode))					
85 Broad Street, New York,	New York 1000	4								
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	Ø	Executive Officer* f the Issuer's Genera		Director tner	0	General and/or Managing Partner	
Full Name (Last name first, if	individual)		* 1	,		11.		• . •		
Ahn, Sang Gyun			· · · · · · · · · · · · · · · · · · ·							
Business or Residence Addres	-		et, City, State, Zip C	ode)	•				,	ę r
85 Broad Street, New York,	New York 1000	4			÷ -		·	,	· · · · · · · · · · · · · · · · · · ·	i į
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner	☑ *of	Executive Officer* the Issuer's General		Director ner		General and/or Managing Partner	•
Full Name (Last name first, if	individual)									*
Bowman, John E.	<u>. </u>									
Business or Residence Addres	•		et, City, State, Zip C	ode)	•					
85 Broad Street, New York,	New York 1000	4								

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

Each executive offic Each general and ma		-	f corporate general and managing partner	s of pa	rtnership issuers; and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	 ✓ Executive Officer* □ Director *of the Issuer's General Partner 		General and/or Managing Partner
Full Name (Last name first, if	individual)				
Hintze, Martin					
Business or Residence Addres	s (Number and	Street, City, State, Zip	Code)		
85 Broad Street, New York,	New York 1000	4		4 41 101111 101	AB .
Check Box(es) that Apply:	Promoter	. ☐ Beneficial Owner	Executive Officer □ Director *of the Issuer's General Partner	O".	General amd/or Managing Partner
Full Name (Last name first, if Jones, Adrian M.	individual)				
Business or Residence Addres 85 Broad Street, New York,			Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer* □ Director*of the Issuer's General Partner		General and/or Managing Partner
Full Name (Last name first, if	individual)		•		
Kastner, Steffen J.		,			
Business or Residence Addres	s (Number and	Street, City, State, Zip	Code)		•
85 Broad Street, New York,	New York 1000	4			Thinks were sense support that was 1000 to 1000 to 1000 to
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer* □ Director *of the Issuer's General Partner		General and/or Managing Partner
Full Name (Last name first, if Katz, Stuart A.	individual)				
Business or Residence Address 85 Broad Street, New York,			Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	✓ Executive Officer* ☐ Director*of the Issuer's General Partner		General and/or Managing Partner
Full Name (Last name first, if	individual)				
Killmer, Bjorn P.			,		
Business or Residence Address 85 Broad Street, New York,		,	Code)		•
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer □ Director *of the Issuer's General Partner	0	General and/or Managing Partner
Full Name (Last name first, if Koester, Michael	ndividual)				
Business or Residence Address 85 Broad Street, New York, 1	n ka ki ji ji Yebi wagiba Tali a sa sa	1일 강에 가는 이번 1일 보고 하는 1일	Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer □ Director *of the Issuer's General Partner		General and/or Managing Partner
Full Name (Last name first, if	individual)		·		
Lepic, Hughes B.					
Business or Residence Address	(Number and	Street, City, State, Zip	Code)		-
85 Broad Street, New York, !	New York 10004	1			

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* **	· x	. BASIC IDENT	IFICATION DATA			1 -			
2. Enter the information requeste	d for the following	g:							
* Each promoter of the issu	er, if the issuer ha	s been organized wi	thin the past five years;			ů.			
* Each beneficial owner ha	* Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities								
of the issuer; * Each executive officer and	d director of corps	orate issuers and of	corporate general and managing pa	utners of part	tnership issuers; and				
Each general and managing	·		3 31	•	•				
		Beneficial Owner	☑ Executive Officer* □ Direct	ector 🗆	General and/or				
		Beneficial Owner	*of the Issuer's General Partner	ctor L	Managing Partner				
Full Name (Last name first, if indiv	idual)								
Mehra, Sanjeev K.									
,		t, City, State, Zip C	ode)						
85 Broad Street, New York, New	W1 4 1	45				H ·			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer* D. Directof the Issuer's General Partner.	ctor 🔲	General and/or Managing Partner				
Full Name (Last name first, if indiv Patel, Sanjay H.	idual)		w i			-			
the second secon	Ni har and Stree	t City State 7in C	AN THE STATE OF TH			1			
Business or Residence Address (185 Broad Street, New York, New	Market Control	t, City, State, Zip C	ode)						
		Beneficial Owner	☑ Executive Officer* □ Dire	ector 🗆	General and/or	<u> </u>			
Check Box(es) that Apply: □	Promoter L	Belleticiai Owlier	*of the Issuer's General Partner	2.01	Managing Partner				
Full Name (Last name first, if indiv	idual)		-						
Pontarelli, Kenneth A.	,								
Business or Residence Address (1	Number and Stree	t, City, State, Zip Co	ode)						
85 Broad Street, New York, New			•						
		Beneficial Owner	☑ Executive Officer* ☐ Dire	ector 🛘	General and/or Managing Partner				
Full Name (Last name first, if indiv	idual)			W	a de la composição de l	1			
Sahu, Ankur A.						1			
Business or Residence Address (1	Number and Stree	t, City, State, Zip C	ode)	(A. 4.)					
85 Broad Street, New York, New	York 10004	· ·							
.		Beneficial Owner	☑ Executive Officer* ☐ Dire	ector · 🗆	General and/or Managing Partner				
Full Name (Last name first, if indiv	idual)								
Satter, Muneer A.	. ,								
Business or Residence Address (Number and Stree	t, City, State, Zip Co	ode)						
85 Broad Street, New York, New	York 10004		·						
•		Beneficial Owner	■ Executive Officer* □ Dire *of the Issuer's General Partner	ector 🔲	General and/or Managing Partner				
Full Name (Last name first, if indivi	idual)		The American Committee of the Committee						
Sung, Hsueh J.					•	Section 6			
Business or Residence Address (1	Number and Stree	t, City, State. Zin Co	ode)	•		À			
85 Broad Street, New York, New		, <u>, ,,</u>				1 1			
,		neficial Owner	☑ Executive Officer* □ Dire	ector 🗆	General and/or Managing Partner				
Full Name (Last name first, if indivi	idual)	.	o constant manuf						
Wolff, Andrew E.	,								
Business or Residence Address (Number and Stree	t City State Zin Co	nde)	· · ·					
85 Broad Street, New York, New		i, ony, siaic, zip Ci	1						
		r copy and use addi	ional copies of this sheet, as neces	ssary.)					

2. Enter the information requested for the following:	
* Each promoter of the issuer, if the issuer has been organized within the past five years;	
* Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity of the issuer;	securities
* Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; a	nd
* Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter □ Beneficial Owner Ø Executive Officer* □ Director □ General and/or *of the Issuer's General Partner Managing Partner	er
Full Name (Last name first, if individual)	<u> </u>
Vollertsen, Christine	
Business or Residence Address (Number and Street, City, State, Zip Code)	
85 Broad Street, New York, New York 10004	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or *of the Issuer's General Partner Managing Partner	T C
Full Name (Last name first, if individual) Weiss, Mitchell S.	
Business or Residence Address (Number and Street, City, State, Zip Code)	š g
85 Broad Street, New York, New York 10004	Tere'r
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer* ☐ Director ☐ General and/or *of the Issuer's General Partner Managing Partner	er .
Full Name (Last name first, if individual)	,
Fascitelli, Elizabeth C.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
85 Broad Street, New York, New York 10004	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner	*
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
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Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
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Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partne	
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	

A. BASIC IDENTIFICATION DATA

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2. What i	s the minin	num investn	nent that wil	II be accept	ed from any	individual'	?				\$5,00	00,000
*The Gen 3. Does to	eral Partne he offering	er may acce permit join	ept commite ownership	m ents for l o of a single	esser amou unit?	nts.					Yes ☑	No
commi If a per or state	ission or sir rson to be l es, list the r	nilar remun isted is an a name of the	eration for s ssociated po broker or d	solicitation erson or age ealer. If me	who has been of purchase ont of a broke ore than five for that broke for that broke the transfer that broke the trans	rs in conne ter or dealer e (5) person	ction with s registered is to be liste	ales of secu with the SE	rities in the C and/or wi	offering. th a state		
Full Name None	(Last name	e first, if ind	lividual)				·					,
Business o	or Residence	e Address (1	Number and	Street, Cit	y, State, Zip	Code)						
Name of A	Associated F	Broker or De	ealer									
					o Solicit Pu						DAII	States
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[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI] Full Name	[SC]	[SD] e first, if ind	[TN] ividual)	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
i.			ŕ									
Business o	or Residence	e Address (1	Number and	Street, Cit	y, State, Zip	Code)				,	<u></u>	
Name of A	Associated E	Broker or De	ealer									
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[IL]	[IN]	[Al]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	(Last name	first, if ind	ividual)									
Business o	r Residence	e Address (?	Number and	Street, City	y, State, Zip	Code)						
Name of A	Associated E	Broker or De	ealer	• •					-			
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.					
	Type of Security	•	Aggregate Offering Price			Amount Already Sold
	Debt	\$_	0 .		\$_	0
	Equity	\$	0	_	\$	0
	□ Common □ Preferred	_	0	-	_	0
	Convertible Securities (including warrants)	\$_	0	_	\$_	0
	Partnership Interests	s _	2,892,190,000		\$_	2,892,190,000
	Other (Specify	s _	0	_	\$ <u></u>	0
	Total	s _	2,892,190,000	_	\$_	2,892,190,000
	Answer also in Appendix, Column 3, if filing under ULOE.	_				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."					·
	•	,	Number Investors			Aggregate Dollar Amount of Purchases
	Accredited Investors	_	11	_	\$_	2,892,190,000
	Non-accredited Investors		0		\$_	0
	Total (for filings under Rule 504 only)		N/A	_	\$_	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.	_		_	_	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.					
	Type of offering		Type of Security			Dollar Amount Sold
	Rule 505		N/A		\$	N/A
	Regulation A	_	N/A	-	s -	N/A
	Rule 504	-	N/A	-	* - \$	N/A
	Total	-	N/A	-	s -	N/A
tl tl	.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			=	~ -	
	Transfer Agent's Fees				\$_	0
	Printing and Engraving Costs		. 0		\$ _	0
	Legal Fees		Ø		\$_	2,160,913
	Accounting Fees				s _	0 '
	Engineering Fees.		. 🗖		s _	00
	Sales Commissions (specify finders' fees separately)				\$_	0
	Other Expenses (identify)				\$_	0
	Total		Ø		\$_	2,160,913
			•			

2. Each penclicial owner having the power to vote or disposition of, 10% or more of a class of equity securities of the issuer. * Each beneficial owner having the power to vote or disposition of, 10% or more of a class of equity securities of the issuer. * Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers. * Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers. * Check Box(s) that Apply: Promoter Beneficial Owner of the Issuer's General Partner General and of Managing Partner of the Issuer's General Partner General and of Managing Partner * Full Name (Last name first, if individual) Promoter Beneficial Owner of the Issuer's General Partner General and/or Managing Partner * Full Name (Last name first, if individual) Promoter Beneficial Owner of the Issuer's General Partner Managing Partner * Full Name (Last name first, if individual) Promoter Beneficial Owner of the Issuer's General Partner General and/or Managing Partner * Full Name (Last name first, if individual) Promoter Beneficial Owner of the Issuer's General Partner General and/or Managing Partner * Full Name (Last name first, if individual) Promoter Beneficial Owner of the Issuer's General Partner General and/or Managing Partner * Full Name (Last name first, if individual) Disabato, Joseph P. * Business or Residence Address (Number and Street, City, State, Zip Code) Stread Street, New York, New York 10004 * Check Box(s) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Managing Partner * Full Name (Last name first, if individual) General and/or of the Issuer's General Partner General and/or Managing Partner * Full Name (Last name first, if individual) General and/or of the Issuer's General Partner General and/or Managing Partner * Full Name (Last name first, if individual) General and/or of th	A. BASIC IDENTIFICATION DATA			11					
Each beneficial owner having the power to vote or disposit, or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if individual) Check Box(es) that Apply: Promoter Beneficial Owner of the Issuer's General Partner Full Name (Last name first, if	2. Enter the information requested for the following:								
of the issuer; * Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and * Each general and managing partner of partnership issuers. Check Box(es) that Apply:	* Each promoter of the issuer, if the issuer has been organized within the past five years;								
Check Box(es) that Apply: Promoter Beneficial Owner General and/or Managing Partner Promoter Beneficial Owner Full Name (Last name first, if individual) Cardinale, Gerald J. Business or Residence Address Number and Street, City, State, Zip Code 85 Broad Street, New York, New York 10004 Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner Full Name (Last name first, if individual) Correal, Henry Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner Full Name (Last name first, if individual) Disabato, Joseph P. Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York New York None Beneficial Owner Executive Officer* Director General and/or Managing Partner Full Name (Last name first, if individual) Disabato, Joseph P. Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner Full Name (Last name first, if individual) Disabato, Joseph P. Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner Full Name (Last name first, if individual) Enguist, Katherine B. Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner Full Name (Last name first, if individual) Gelberman, Joseph H. Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, New York 10004 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Gen									
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85 Broad Street, New York, New York 10004	Higgins, Melina E.								
	Business or Residence Address (Number and Street, City, State, Zip Code)								
77 14 7 1 3 4 600 1 4 701 4 3	85 Broad Street, New York, New York 10004								

1	C. OFFERING PRICE,	NUMBER OF INVESTORS, E	XPENS	SES A	ND USE OF PI	ROCE	EDS	#
5.	b. Enter the difference between the aggree - Question 1 and total expenses furnished difference is the "adjusted gross proceeds to Indicate below the amount of the adjusted to be used for each of the purposes shown furnish an estimate and check the box to payments listed must equal the adjusted groto Part C - Question 4.b. above.	in response to Part C - Question of the issuer."	propose ot know tal of th	is ed n,		\$_	1	2,890,029,087
,	•				Payments to Officers, Directors, & Affiliates			Payments To Others
•	Salaries and Fees			\$_	0		\$_	. 0
	Purchase of real estate		🗖	\$_	0		\$_	0
1	Purchase, rental or leasing and installation of	of machinery and equipment	🗖	\$_	0		\$_	0
	Construction or leasing of plant buildings a	nd facilities	🗖	\$_	0		s _	0
-	Acquisition of other businesses (including this offering that may be used in exchan another issuer pursuant to a merger)	ge for the assets or securities of	··· 🗖	s	0		\$	0
	Repayment of indebtedness		🗆	\$ - \$	0		\$ \$	0
	Working capital		🗖	s -	0		\$	0
	Other (specify): Investment Capital			_	0	2 7	s	2,890,029,087
	Column Totals			s_	0	. 2	s_	2,890,029,087
٠	Total Payments Listed (column totals added)	•••••		d \$) 2,890,0	0,92	87
		D. FEDERAL SIGNAT	ÚRE				X820.8	
fc	he issuer has duly caused this notice to be ollowing signature constitutes an undertaking fits staff, the information furnished by the iss	by the issuer to furnish to the U.S.	Securit	ies an	d Exchange Comn	nission,	ирог	
	ner (Print or Type) Capital Partners VI Offshore, L.P.	Signature ICB EN UN			Date March 29, 200	07		
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)						

ATTENTION

Managing Director, Vice President and Secretary of the Issuer's General Partner

Katherine B. Enquist

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

